1327273

FORM D

Washington, D.C. 20549
FORM D

UNITED STATES

CURITIES AND EXCHANGE COMMISSION

E OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR SUFFICIAL LIMITED OFFFRING EXEMPTION

100	100
O	MB APPROVAL
OMB NUMBER:	3235-0076
Expires:	April 30, 2008

SEC USE ONLY

THOMSON

<u>FINANCIAL</u>

Serial

Estimated average burden

hours per response......

Prefix

UNIFORM LIMITED OFFERING EXEMPTION						
		DATE RECEIVED				
Name of Offering (check if this is an amendme	nt and name has changed, and indicate change.)					
Series B Preferred Stock						
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506 □ Section	4(6) D ULOE				
Type of Filing: ■ New Filing □ Amendment						
	A. BASIC IDENTIFICATION DATA	<u> </u>				
1. Enter the information requested about the issue	टा	/s/				
Name of Issuer (check if this is an amendment	and name has changed, and indicate change.)	/500 YO				
WMR Biomedical, Inc.						
Address of Executive Offices (Number and	Street, City, State, Zip Code)	Telephone Number (Including Area Code)				
790 Memorial Drive, Cambridge, MA 02139		617-621-1038				
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)				
Brief Description of Business:						
Medical device company with a focus on developing products for ophthalmology and cardiovascular disease that are enabled by advances in biomaterials science.						
Type of Business Organization		PROCESSED				
■ corporation	☐ limited partnership, already formed	other (please specify): ROCESSED				
□ business trust	☐ limited partnership, to be formed					
	Month Year	SEP 2. / 2007				

GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

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When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA							
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 							
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Whitesides, George M.							
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)				
	·						
c/o WMR Biomedical, Inc., 790 Memor			- D	- Di	☐ General and/or Managing Partner		
Check Box(es) that Apply: Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	☐ Executive Officer	■ Director	General and of Managing Farmer		
Full Name (Last hame list, it individual)							
Langer, Robert S.							
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)				
c/o WMR Biomedical, Inc., 790 Memor	ial Drive, Camb	oridge, MA 02139					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Roberts, Carmichael S. Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)	<u> </u>			
Business of residence radices	(riumoti and r	, acci, ci., , ca., a., a., p. c.,	,				
c/o WMR Biomedical, Inc., 790 Memor				 -			
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Neels, Guido							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)				
c/o WMR Biomedical, Inc., 790 Memor	ial Drive Caml	oridoe MA 02139					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
McGuire, Terrance Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
	•						
c/o Polaris Ventures Partners IV, L.P.,	1000 Winter St						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	•						
Goldstein, James							
Business or Residence Address							
c/o North Bridge Venture Partners, V-A, L.P., 950 Winter Street, Suite 4600, Waltham, MA 02451							
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
North Bridge Venture Partners, V-A, I Business or Residence Address	(Number and	Street, City, State, Zip C	ode)				
Business of Residence Address	(14dinoci and	Succe, City, Suite, Esp C	000)				
950 Winter Street, Suite 4600, Walthan	n, MA 02451						
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual))						
North Bridge Venture Partners, VI, L.P.							
Business or Residence Address (Number and Street, City, State, Zip Code)							
950 Winter Street, Suite 4600, Waltham, MA 02451							
JOU THINE SHEEL, SUITE 4000, TRAILINA	17 1711 02701						

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA						
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Dalada Wasanan Barta aya IV I. D						
Polaris Ventures Partners IV, L.P. Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)			
Dashiess of Residence ridares	(1.4111001 4110 1	,,,,	,			
1000 Winter Street, Suite 3350, Walthan	n, MA 02451					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Intersouth Partners VII, L.P.						
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)			
406 Planterell Street Suite 200 Dunham	NC 27701					
406 Blackwell Street, Suite 200, Durham Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	- Tromotet	- Denericial Owner	D DACEMITE OFFICE	<u> </u>	S delication of the same of th	
Mrksich, Milan	Q11		4-)			
Business or Residence Address	(Number and S	Street, City, State, Zip Co	(de)			
552 N. Vine Street, Hinsdale, IL 605	521					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)					· · · · · · · · · · · · · · · · · · ·	
Control Lefters D						
Carbeck, Jeffrey D. Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
	•		,			
c/o WMR Biomedical, Inc., 790 Memori	al Drive, Camb					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Dougherty, Dennis						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)	,		
c/o Intersouth Partners VII, L.P., 406 B	lastovali Street	Suite 200 Durham NC	~ 27701			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	O I TOMORCI	- Deliciteiai Owner	B Executive Officer	D Director	Control and of thininging the	
- un ((
D. ' D. ' Add.	Oliverhead and	Ctuant City State 7in C	nda)			
Business or Residence Address	(Number and	Street, City, State, Zip Co	oue)			
				<u> </u>		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)	······································		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	□ Liomotet	Denencial Owner	LI EXCLUIVE OFFICE	- Diacoi	C Ochem mas of managing 1 aided	
t un ranne (taux name tax, il individual)						
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)			

B. INFORMATION ABOUT OFFERING								
	Yes	No						
1.	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							
•	\$ n/a							
2.	Yes	No						
3.	Does the offering permit joint ownership of a single unit?		O					
4.								
Full Non	Name (Last name first, if individual) e.							
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)							
Nam	ne of Associated Broker or Dealer							
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers							
	(Check "All States" or check individual States)	All States						
		_ [HI] _ [MS] _ [OR] _ [WY]	_ (ID) _ [MO] _ [PA] _ [PR]					
Full	name (Last name first, if individual)							
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)							
Nam	ne of Associated Broker or Dealer							
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers							
	(Check "All States" or check individual States)	All States						
_ [] _ []	AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS} _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]					
Full	Name (Last name first, if individual)							
Busi	Business or Residence Address (Number and Street, City, State, Zip Code)							
Name of Associated Broker or Dealer								
Stat								
	All States							
] _] _	AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] (IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] (MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] (RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ (PR)					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box cand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	2	s
	Equity	\$ <u>13,099,999.77</u>	\$ <u>13,099,999,77</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	s	s
	Partnership Interests	\$	s
	Other (Specify)	S	S
	Total	\$ 13,099,999.77	\$ 13,099,999.77
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	7	\$ <u>13,099,999.77</u>
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		-
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering		s
	Rule 505		\$
	Regulation A	·	-,
	Rule 504		\$
	Total		s
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s
	Printing and Engraving Costs	0	<u>s</u>
	Legal Fees		\$ <u>60,000</u>
	Accounting Fees	D	s
	Engineering Fees	_	\$
	Sales Commissions (specify finders' fees separately)	_	\$
	Other Expenses (identify)	_	s
	Total	•	\$60,000
			

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	b. Enter the difference between the aggregate offer l and total expenses furnished in response to Part C "adjusted gross proceeds to the issuer."	C - Question 4.a. This difference is the			\$,	13,039,999.77	
5.	Indicate below the amount of the adjusted gross pr for each of the purposes shown. If the amount for and check the box to the left of the estimate. The tadjusted gross proceeds to the issuer set forth in re	any purpose is not known, furnish an est total of the payments listed must equal th	imaic .				
				Payments to Officers, Directors, & Affiliates		Payments To Others	
	Salaries and fees	(**************************************	0	2	0	s	
	Purchase of real estate		a	\$	o	\$	
	Purchase, rental or leasing and installation of maci	hinery and equipment	0	\$		S	
	Construction or leasing of plant buildings and faci	ilities	D	S	0	S	
	Acquisition of other business (including the value	of securities involved in this offering					
	that may be used in exchange for the assets or secumerger)	urities of another issuer pursuant to a	0	s	C	\$	
	Repayment of indebtedness		0	\$	o	s	
	Working capital		a	\$		\$ <u>13,039,999.77</u>	
	Other (specify):		-	\$	0	\$	
				s	D	s	
	Column Totals			\$	•	\$ <u>13,039,999,77</u>	
	Total Payments Listed (column totals added)			s _13,039,999.77			
		D. FEDERAL SIGNATU	JRE				
ខ្សា	e issuer has duly caused this notice to be signed by the undertaking by the issuer to furnish to the U.S. Secun-accredited investor pursuant to paragraph (b)(2) of	rities and Exchange Commission upon v	If this notice written reques	is filed under Rule 505, the at of its staff, the information	following 1 fürnishe	signature constitutes d by the issuer to any	
Iss	uer (Print or Type)	Signature	/	Date			
w	MR Biomedical, Inc.	10/		September , 200	07		
N•	me of Signer (Print or Type)	Title of Signer (Print or Type)			 :		
ĺ	rmichael S. Roberts	President and Chief Executive Offic	er				
L		1					

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

